



INTERNATIONAL BUSINESS MACHINES CORP

FORM DEFA14A

(Additional Proxy Soliciting Materials (Definitive))

Filed 03/06/23

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CIK 0000051143
Symbol IBM
SIC Code 3570 - Computer & office Equipment
Fiscal Year 12/31

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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

**SCHEDULE 14A
Proxy Statement Pursuant to Section 14(a) of
the Securities Exchange Act of 1934 (Amendment No.)**

Filed by the Registrant ☒
Filed by a Party other than the Registrant ☐

Check the appropriate box:

- ☐ Preliminary Proxy Statement
☐ **Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
☐ Definitive Proxy Statement
☒ Definitive Additional Materials
☐ Soliciting Material under §240.14a-12

International Business Machines Corporation

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant) Payment of Filing Fee (Check the appropriate box):

- ☒ No fee required.
☐ Fee paid previously with preliminary materials.
☐ Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rules 14a6(i)(1) and 0-11

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INTERNATIONAL BUSINESS MACHINES CORPORATION
1 NEW ORCHARD RD, MD 325
ARMONK, NY 10504

Your **Vote** Counts!

INTERNATIONAL BUSINESS MACHINES CORPORATION

2023 Annual Meeting

Vote by April 24, 2023 11:59 PM ET.

For 401(k) Plus Plan shares, vote by April 23, 2023 11:59 PM ET.



D96427-P83309

You invested in INTERNATIONAL BUSINESS MACHINES CORPORATION and it's time to vote!

You have the right to vote on proposals being presented at the Annual Meeting. **This is an important notice regarding the availability of proxy material for the stockholder meeting to be held on April 25, 2023.**

Get informed before you vote

View the Notice of Meeting, Proxy Statement and Annual Report online at www.ProxyVote.com OR you can receive a free paper or email copy of the material(s) by requesting prior to April 11, 2023. If you would like to request a copy of the material(s) for this and/or future stockholder meetings, you may (1) visit www.ProxyVote.com, (2) call 1-800-579-1639 or (3) send an email to sendmaterial@proxyvote.com. If sending an email, please include your control number (indicated below) in the subject line. Unless requested, you will not otherwise receive a paper or email copy.



For complete information and to vote, visit **www.ProxyVote.com**

Control #

Smartphone users

Point your camera here and
vote without entering a
control number



Vote Virtually at the Meeting*

April 25, 2023
10:00 a.m. Eastern Time

Attend and vote virtually at:
www.virtualshareholdermeeting.com/IBM2023

*Please check the meeting materials for any special requirements for meeting attendance.

V1.1

THIS IS NOT A VOTABLE BALLOT

This is an overview of the proposals being presented at the upcoming stockholder meeting. Please follow the instructions on the reverse side to vote these important matters.

Voting Items	Board Recommends
1. Election of Directors for a Term of One Year Nominees:	
1a. Thomas Buberl	✓ For
1b. David N. Farr	✓ For
1c. Alex Gorsky	✓ For
1d. Michelle J. Howard	✓ For
1e. Arvind Krishna	✓ For
1f. Andrew N. Liveris	✓ For
1g. F. William McNabb III	✓ For
1h. Martha E. Pollack	✓ For
1i. Joseph R. Swedish	✓ For
1j. Peter R. Voser	✓ For
1k. Frederick H. Waddell	✓ For
1l. Alfred W. Zollar	✓ For
2. Ratification of Appointment of Independent Registered Public Accounting Firm	✓ For
3. Advisory Vote on Executive Compensation	✓ For
4. Advisory Vote Regarding the Frequency of the Advisory Vote on Executive Compensation	1 Year
5. Stockholder Proposal to Have an Independent Board Chairman	✗ Against
6. Stockholder Proposal Requesting a Public Report on Lobbying Activities	✗ Against
7. Stockholder Proposal Requesting a Public Report on Congruency in China Business Operations and ESG Activities	✗ Against
8. Stockholder Proposal Requesting a Public Report on Harassment and Discrimination Prevention Efforts	✗ Against

Prefer to receive an email instead? While voting on www.ProxyVote.com, be sure to click "Sign up for E-delivery".